

**TEXAS NORTHERN MODEL RAILROAD CLUB, INC.**

**BYLAWS**

6-5-08

**Texas Northern Model Railroad Club, Inc.**

**I. Organization**

A. Name

1. The name of this club, as incorporated with the state of Texas, shall be the Texas Northern Model Railroad Club, Inc.

B. Address

1. The physical address of the club shall be the current location of the model railroad layout owned and constructed by the club.
2. The mailing address of the club shall be as designated by the Board of Directors.

C. Purpose

1. The purpose of the club is to promote the hobby of model railroading through the following objectives:
2. Promote a spirit of cooperation and friendship among individual model railroad hobbyists.
3. Improve the modeling skills of members by sharing information and techniques.
4. Build and operate an HO scale model railroad layout for the enjoyment of members and visitors.

D. Type of Organization

1. The club shall operate as a Tax-Exempt Social and Recreation Club, as defined by IRS Section 501(c)(7). All policies, rules, and activities of the club shall conform to the requirements of 501(c)(7), to maintain tax-exempt status.

**Texas Northern Model Railroad Club, Inc.**

**II. Membership**

A. General Requirements

1. Membership shall be open to any person, eighteen years of age or older, who has an interest in the hobby of model railroading.

B. Applications for Membership

1. Application for membership shall be made to the Secretary. Application shall be accompanied with one month's dues and assessments (if applicable).
2. Acceptance of the application shall require a majority vote of the regular members in good standing, present, and voting at a regular business meeting. In the event that the application is not accepted, the dues and assessments shall be refunded.

C. Classes of Membership

1. Apprentice Member

a) Requirements

- (1) When a person applies for membership in the club, he must serve six (6) months as an apprentice member before he can become a regular member. During this time, the club can evaluate the member, and the member can evaluate the club.
- (2) The six month apprenticeship may be waived, if a regular member submits a letter of referral that introduces the new member as a personal acquaintance.
- (3) At the end of the apprenticeship period, the apprentice member may be accepted as a regular member by a majority vote of regular members in good standing, present, and voting at a regular business meeting.

b) Privileges

- (1) An apprentice member may participate in club social functions and activities.
- (2) An apprentice member shall not be given a key to the club room. He may operate equipment on the layout only under the supervision of a regular member.
- (3) An apprentice member may attend business meetings, but cannot vote.
- (4) An apprentice member shall not hold office or serve on committees.

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2. Regular Member

a) Requirements

- (1) A regular member is a member that has served the apprentice period and has passed the acceptance vote.

b) Privileges

- (1) A regular member may participate in club social functions and activities.
- (2) A regular member shall be given a key to the club room.
- (3) A regular member may attend business meetings and vote on all motions, as long as he is in good standing with the club. Good standing means that all dues and assessments are paid through the current month.
- (4) A regular member may hold office and serve on committees.

3. Lifetime Member

a) Requirements

- (1) A regular member may become a lifetime member by paying to the Treasurer a single payment of two thousand five hundred dollars (\$2500).
- (2) Under special circumstances, a regular member may be designated as a lifetime member by a vote of the membership, without paying the lifetime membership fee. This special situation is intended for regular members that have served the club well and who are no longer gainfully employed, due to retirement or disability. A regular member may be designated as a lifetime member by a majority vote of regular members in good standing, present, and voting at a regular business meeting.

b) Privileges

- (1) A lifetime member shall have all of the rights and privileges of a regular member, but shall not be required to pay dues and assessments.

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4. Honorary Member

a) Requirements

- (1) An honorary membership may be extended to persons or organizations to recognize special contributions to the club and to the hobby of model railroading.
- (2) An honorary membership may be bestowed by a majority vote of regular members in good standing, present, and voting at a regular business meeting

b) Privileges

- (1) An honorary member may participate in club social functions and activities.
- (2) An honorary member shall not be given a key to the club room. He may operate equipment on the layout only under the supervision of a regular member.
- (3) An honorary member may attend business meetings, but cannot vote.
- (4) An honorary member shall not hold office or serve on committees.
- (5) An honorary member shall not be required to pay dues or assessments.

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5. Inactive Member (Leave of absence)

a) Requirements

- (1) A regular member may voluntarily request a leave of absence of specified duration, when personal circumstances do not permit participation at the regular membership level. This inactive member status is intended for special financial or medical hardships.
- (2) A letter requesting a leave of absence shall be submitted to the Secretary.
- (3) A leave of absence may be granted by a majority vote of the regular members in good standing, present, and voting at a regular business meeting.
- (4) A leave of absence shall be terminated and the inactive member returned to regular member status at the end of the requested period or at the request of the inactive member.
- (5) The status of all inactive members shall be reviewed every six months.

b) Privileges

- (1) An inactive member shall not participate in club social functions and activities.
- (2) An inactive member shall return the key to the club room.
- (3) An inactive member shall not operate equipment on the layout.
- (4) An inactive member may attend business meetings, but cannot vote.
- (5) An inactive member shall not hold office or serve on committees.
- (6) An inactive member shall not be required to pay dues or assessments.

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D. Misconduct

1. Abusive Behavior

- a) The following actions will result in discipline:
  - (1) Abusive or threatening behavior toward another member or guest.
  - (2) Intentional damage to property belonging to a member, guest, or the club.

2. Member Complaints

- a) Disagreements and complaints between members may be mediated by the Board of Directors. Complaints must be filed in writing and delivered to a board member prior to any discussion of the complaint.
- b) The Board shall decide if disciplinary action is warranted.

3. Disciplinary Action

- a) All reports of misconduct shall be investigated by the Board of Directors.
- b) Disciplinary action shall be decided by the Board.
  - (1) First offense shall result in a fine of one month's dues, payable on or before the next Business Meeting. Failure to pay the fine shall result in immediate expulsion.
  - (2) Second offense shall result in immediate and permanent expulsion of that member from the club, subject to approval by the Board of Directors and a vote of the membership.

4. Serious Offenses

- a) The following serious offenses shall result in immediate and permanent expulsion from the club, subject to approval by the Board of Directors, but not requiring a vote of the membership.
  - (1) Physical violence against another member or guest.
  - (2) Possession or use of illegal drugs or alcohol at the club room or at a club function.
  - (3) Bringing a firearm into the club room, unless the member is a policeman.
  - (4) Proven theft of club property or member's property from the club room.

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### **E. Termination of Membership**

#### **1. Resignation**

- a) A member may voluntarily resign at any time by notifying the Treasurer. Dues and assessments must be paid to the current month. Failure to pay dues before termination is grounds for refusal of application for reinstatement in the future.

#### **2. Delinquent Payment of Dues or Assessments**

- a) Membership in the club may be canceled for delinquent payment of dues or assessments, according to the Dues and Assessments section of the bylaws.

#### **3. Misconduct**

- a) Serious offenses may result in expulsion. (See section II.D.4)

#### **4. Expulsion**

- a) Decisions by the Board of Directors to expel a member shall be subject to approval of a majority vote of regular members with at least 6 months tenure in the club, in good standing, present, and voting at the next regular business meeting.
- b) Serious misconduct offenses do not require a vote of the membership (See Section II.D.4).
- c) Proxy or absentee ballots shall not be accepted.
- d) The accused member shall be allowed to make a statement to the membership before a vote is taken.
- e) Discussion of the charges and voting shall be made without the accused member present.
- f) Voting shall be by secret ballot. The accused member shall not be allowed to vote.
- g) The Board of Directors shall count the ballots.
- h) If the vote to expel does not pass, then an alternative punishment shall be decided by the Board of Directors.

### **F. Reinstatement of Membership**

1. A past member may submit to the Secretary an application for reinstatement as a regular member.
2. The Treasurer shall research the terms under which the past membership was terminated. Any dues and assessments unpaid at the time of resignation shall be paid in full before reinstatement may be considered.
3. A past member that was expelled for delinquent payment of dues or assessments shall pay a penalty equal to one month's dues and assessments in addition to the unpaid dues and assessments to be considered for reinstatement.
4. The application for reinstatement shall be reviewed by the Board of Directors. The Board shall make a recommendation to the members.
5. Reinstatement shall be granted by a majority vote of regular members in good standing, present, and voting at a regular business meeting.
6. Reinstatement shall not be granted under any circumstances to a person expelled for serious misconduct offenses.

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G. Transfer of Membership

1. Membership in this club is not transferable to any other person.

H. Keys

1. Each regular member shall be issued a key to the club room by the Secretary. Keys shall not be duplicated by members. Keys shall be returned to the Secretary upon termination or during leave of absence.

**III. Board of Directors**

A. General Powers

1. The Board of Directors shall be the governing body of the club. The Board shall exercise the powers and duties granted to them herein and shall transact all routine and necessary business of the club.
2. The Board of Directors may recommend rules as may be necessary for the conduct of members of the club, as long as they do not conflict with the bylaws. These rules may be adopted by a majority vote of regular members in good standing, present, and voting at a regular business meeting. These rules may include, but are not limited to, Operating Rules and Equipment Standards.

B. Duties of the Board

1. The Board of Directors shall act as a group to:
2. Draft motions to be voted on by the membership.
3. Enforce rules and standards.
4. Mediate conflicts.
5. Approve disbursement of funds from club treasury.
6. (No obligation over \$250 may be made without approval of the membership.)
7. Contract for space, utilities, and insurance.
8. Hold elections.

C. Board Members

1. There shall be seven (7) members of the Board of Directors, consisting of the immediate Past President and the elected officers of the club. The President shall be the Chairman of the Board.
2. President - Chairman of the Board
3. Vice-President
4. Secretary
5. Treasurer
6. Council Representative
7. Superintendent
8. Past President

D. Board Meetings

1. Regular meetings of the Board of the Directors shall be held each month preceding the regular business meeting of the club.
2. The annual meeting of the Board of Directors shall be held before the September business meeting.
3. Special meetings of the Board of Directors may be called by the President or two (2) Board members. Notice of the meeting shall be given to all Board members. Reasonable advance notice shall be given to allow all Board members to attend.
4. A majority of four (4) Board members shall constitute a quorum.

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**IV. Officers**

A. General

1. The elected officers of the club shall consist of President, Vice-President, Secretary, Treasurer, Council Representative, and Superintendent.
2. Officers shall receive no compensation for their services.

B. Duties of the President

1. Preside over all regular and special meetings of the membership.
2. Establish all committees and appoint their chairmen.
3. See that the bylaws of the club are observed and that motions passed by the membership are carried out.
4. Sign checks written against the club treasury (2 signatures required).

C. Duties of the Vice President

1. Assist the President in the performance of his duties.
2. Assume the duties of the President in his absence or at his request.
3. Sign checks written against the club treasury (2 signatures required).
4. Keep records of all club owned structures, motive power, and rolling stock on the layout.

D. Duties of the Secretary

1. Accept applications for membership from prospective members.
2. Maintain a list of the current members and their addresses.
3. Record minutes of all regular and special meetings of the membership.
4. Record minutes of all meetings of the Board of Directors.
5. Notify all members of special meetings of the membership.
6. Notify all board members of special meetings of the Board of Directors.
7. Be custodian of all records of the club.
8. Handle all correspondence for the club.

E. Duties of the Treasurer

1. Collect dues and assessments from members.
2. Maintain a record of dues and assessments paid by members.
3. Report delinquencies in payment of dues at the monthly business meeting.
4. Notify the Secretary of delinquent payments.
5. Keep an accurate account of all receipts and disbursements to and from the club treasury.
6. Deposit all funds in the name of the club in such depositories as may be designated for that purpose by the membership.
7. Disburse the funds as directed by the Board of Directors and the membership.
8. Sign checks written against the club treasury (2 signatures required).
9. Prepare a monthly financial report to be presented at the monthly business meeting.
10. Prepare an annual financial report to be presented at the September business meeting.

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F. Duties of the Council Representative

1. Represent the club at the monthly meetings of the North Texas Council of Model Railroad Clubs.
2. Attend at least 9 of the 12 council meetings per year to assure club participation in the train show financial pool.
3. Arrange for another club member to attend the council meeting if the council rep is unable to attend.
4. Report any council business to the club at the monthly business meeting.

G. Duties of the Superintendent

1. Obtain all materials for layout construction.
2. Be custodian of all club owned tools, scenic materials, and electrical equipment.
3. Select foremen to develop areas of the layout.
  - a) Foremen selections shall be confirmed by a vote of the members in good standing, present, and voting at a regular business meeting.
  - b) Foremen performance shall be reviewed by the membership every six months (at the January and June business meetings) to assure that layout development is progressing at a reasonable pace. A motion to change foremen may be introduced, if performance is in question.
4. Supervise area foremen and report of their progress at regular business meetings.
5. Enforce construction and scenery standards that may be established by the club.
  - a) Issues involving scenery techniques and materials that cannot be resolved by the Superintendent shall be decided by a motion at a regular business meeting.
  - b) Resolved issues shall become the construction and scenery standards.

H. Duties of the Past President

1. Take responsibility for the overall appearance of the club room.
2. Arrange for maintenance and repair of the club room.
3. Assign janitorial duties to the members.
4. Obtain janitorial and toilet supplies.

I. Election of Officers

1. Elections shall be held annually at the September business meeting.
2. Special elections may be called by the Board of Directors to fill vacancies due to resignation or termination of a member.
3. Members may request a recall election to replace an officer by submitting a petition, signed by 6 regular members in good standing, to the Board of Directors.
4. Elections shall be conducted by Roberts Rules of Order.
5. Elections shall be by secret ballot.
6. Decisions shall be based on a plurality of votes of regular members in good standing, present, and voting. (the highest number wins.)
7. Any regular member in good standing shall be eligible to serve as an officer.
8. There is no limit to the number of terms a member can serve.

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**V. Committees**

- A. The President shall establish committees as necessary.
- B. The President shall appoint committee chairmen.
- C. The President shall select committee members from volunteers.
- D. Committee members must be regular members in good standing.
- E. The President shall be an ex-officio member of all committees.

## VI. Meetings of Members

- A. Regular Business Meetings
  - 1. Regular business meetings shall be held on the first Thursday of each month at 8:00 p.m. at the club room.
  - 2. One third of the regular members in good standing shall constitute a quorum.
- B. Special Meetings
  - 1. Special meetings of the membership may be called by the President or two (2) of the officers.
  - 2. The Secretary shall notify all members of the time and place of the special meeting.
  - 3. One third of the regular members in good standing shall constitute a quorum.
- C. Procedure
  - 1. Procedure at all meetings shall be in accordance with Robert's Rules of Order, unless described otherwise in the bylaws.
  - 2. Business meetings shall be conducted by the President (or the Vice President, in the President's absence).
  - 3. The order of business shall be as follows:
    - a) Reading of the minutes of the previous business meeting by the Secretary.
    - b) Treasurer's monthly financial report.
    - c) Vice-President's report.
    - d) Superintendent's report.
    - e) Council Representative's report.
    - f) Past President's report.
    - g) Committee reports
    - h) Old business.
    - i) New business.
  - 4. Motions may be introduced by any regular member in good standing.
  - 5. Motions must be seconded by a regular member before they may be considered.
  - 6. Motions to amend bylaws introduced at one business meeting shall be automatically tabled until the next business meeting. No motion to amend bylaws shall be decided at the same meeting that it is introduced.
  - 7. Motions to amend bylaws shall be posted at the club room until they are decided.
  - 8. All members shall be notified by the Secretary that an amendment to the bylaws is to be decided at the next business meeting.
  - 9. If a member is unable to attend a business meeting, a written absentee ballot may be submitted to the Secretary. Voting power cannot be assigned to another member.
  - 10. The Secretary shall record and read the content, sponsor, and second of each motion before a vote is taken.
  - 11. All motions shall require a simple majority vote to pass. The total number of votes shall include the number of regular members in good standing, present, and voting at the business meeting plus any valid absentee votes submitted prior to the call for a vote.

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**VII. Dues and Assessments**

- A. As a condition of membership in good standing, all members shall pay dues as required by the bylaws and assessments as levied by the membership.
- B. All dues and assessments shall be payable to the club Treasurer.
- C. Monthly dues
  - 1. Apprentice and Regular members shall pay dues each month.
  - 2. The amount of dues shall be determined by a vote of the members in good standing, present, and voting at a regular business meeting.
- D. Assessments
  - 1. Assessments may be levied by the membership for capital improvements and major expenditures that would deplete the club treasury.
  - 2. Motions to levy assessments introduced at one business meeting shall be automatically tabled until the next business meeting. No motion to levy assessments shall be decided at the same meeting that it is introduced.
  - 3. All members shall be notified by the Secretary that a motion to levy assessments is to be decided at the next business meeting.
- E. Delinquent Payments
  - 1. Dues for the current month shall be due on the first day of the month. Dues shall be considered delinquent if they are not paid by the first day of the month.
  - 2. Assessments shall be due on the first day of the month following the regular business meeting at which they were levied, unless additional terms are prescribed by approved motion.
  - 3. Any member who is delinquent in paying dues or assessments for two (2) consecutive months shall be notified in writing by the Secretary. The member shall make full payment to the current month by the next regular business meeting.
  - 4. If payment is not made in full by the next regular business meeting, the member in default shall be dropped from the membership. The Secretary shall send the member a written notice along with a copy of the reinstatement procedure.

**VIII. Records**

- A. The Secretary shall record minutes of all meetings of the Board of Directors and the membership
- B. The Secretary shall maintain a list of all members and their addresses.
- C. The Treasurer shall maintain a record of dues and assessments paid by members.
- D. The Treasurer shall maintain an accurate financial account of all receipts and disbursements to and from the club treasury.
- E. Records shall be open for inspection by any member at any time.

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**IX. Property**

A. Club Owned Items

1. The entire layout, including benchwork, scenery, track, turnouts, switch motors, controls, and wiring, shall be the property of the club.
2. Any of these items that are added to the layout by members shall become the property of the club.

B. Member Owned Items

1. On the Layout
  - a) Structures, vehicles, figures, and detail parts may be placed on the layout by individual members without forfeiting ownership, as long as they can be removed without damage to the layout.
  - b) All motive power and rolling stock parked on the layout shall remain the property of the member.
  - c) Members must mark their items with a unique identifying mark.
2. Storage Cabinets
  - a) Space permitting, members may have in the club room no more than 2 tan or gray closeable storage units with a footprint of no more than 24" x 36".
  - b) Storage shelves and units placed in the club room before July 2005 are not subject to the size restrictions..
  - c) Members must secure approval of the Board of Directors before bringing any sizable object into the facility.
  - d) Storage of non-club related items in the club room is not permitted, even on a temporary basis.

**X. Donations and Gifts**

A. Cash

1. Cash donations shall be deposited into the club's treasury.

B. Merchandise

1. Merchandise gifts shall be inventoried and assigned a cash value by a committee appointed by the Vice President.
2. The method of disposition of the merchandise shall be decided by the Board of Directors. These methods shall include:
  - a) Offered to division teams for use on the layout (top priority).
  - b) Live auction at the club room.
  - c) Silent auction at the club room.
  - d) Club's "Sale Table" at the next train show.
  - e) Ebay auction.
3. All members shall be notified by email or letter that donated merchandise is available for purchase.

## **XI. Sales in the Club Room**

- A. Club Members
  - 1. Club members in good standing may sell items in the club room with no fees.
  - 2. Club members that are not in good standing must pay a fee of 20% of proceeds to the club treasury.
    - a) An itemized list of items sold with prices shall be presented to the Treasurer along with the fees.
- B. Non-Members
  - 1. Non-members must receive permission from the Board of Directors to sell items in the club room.
  - 2. Non members must pay a fee of 20% of proceeds to the club treasury.
  - 3. An itemized list of items sold with prices shall be presented to the Treasurer along with the fees.

## **XII. Club Room Policies**

These policies apply to anyone (members or visitors) in the club room.

- A. Visitors
  - 1. Children should not be left unattended.
  - 2. Visitor's may operate equipment on the layout only under direct supervision of a regular club member.
- B. Animals
  - 1. Animals are not allowed in the club room except for assistance animals.
- C. Tobacco
  - 1. Use of tobacco products in the club room is prohibited at all times. This includes both smoking and smokeless types.
  - 2. Smoking is permitted in a designated area outside the club room.
- D. Alcohol
  - 1. Alcohol is not allowed in the club room.
- E. Firearms
  - 1. Firearms are not allowed in the club room, except for police officers.

**XIII. Dissolution**

- A. The club may be dissolved by a majority vote of the regular members in good standing, present, and voting at a special meeting called for the purpose of considering dissolution.
- B. In the event that the club is dissolved, the distribution of the club's assets, equipment, supplies, and other property shall be stated in a resolution of dissolution agreed upon by a majority vote of the regular members in good standing, present, and voting.

## Amendments

- 6-1-91 Adopted initial edition of rules.
- 2-18-92 Allowed more than 2 modules by simple motion.
- 4-1-93 Required approval in writing for extensions.
- 5-6-93 Required member participation in council train shows.
- 5-6-93 Reduced dues for council rep.
- 8-26-94 Changed name to North Dallas Model Railroad Club.
- 8-26-94 Changed steering committee to officers.
- 8-26-94 Eliminated dues reduction for council rep.
- 8-26-94 Allowed referral letters to waive 6 month probation.
- 8-26-94 Revised module standards to allow drywall screw construction.
- 8-26-94 Revised track standards to allow Shinohara switches.
- 8-26-94 Deleted reference to purchasing agreements.
- 8-26-94 Added for sale list to module sales section.
- 9-7-95 Prohibited minors from membership.
- 9-7-95 No restriction for sexual preference.
- 9-7-95 Prohibited illegal drugs.
- 9-7-95 Prohibited weapons.
- 2-1-96 Changed from modular to club owned layout.
- 2-1-97 Merged with Texas Northern Model Railroad Club, Inc.
- 8-14-97 Created new bylaws for Texas Northern Model Railroad Club, Inc.
- 9-1-99 Eliminated term limits for officers.
- 7-11-02 Eliminated assessments for lifetime members.
- 7-11-02 Required letter to Secretary for leave of absence.
- 7-11-02 Review inactive members every six months.
- 7-11-02 Eliminated signature for keys.
- 7-11-02 Added detailed order of business.
- 7-11-02 Removed specific amounts of dues in bylaws.
- 7-11-02 Required marking of member owned items.
- 4-3-03 Increased Superintendent duties.
- 9-1-05 Added disciplinary action for misconduct (Intoxication, abusive behavior, and complaints).
- 9-1-05 Required board and member vote for member expulsions (except serious offenses).
- 9-1-05 Made expulsion for serious offenses permanent.
- 9-1-05 Allowed recall elections.
- 9-1-05 Added policy for storage in club room
- 9-1-05 Added policy for donations and gifts
- 9-1-05 Added policy for sales in the club room